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November 24, 1998

Janice Fort
Surface Transportation Board
Recordation Office
1925 K Street
Suite 70
Washington D.C. 20423

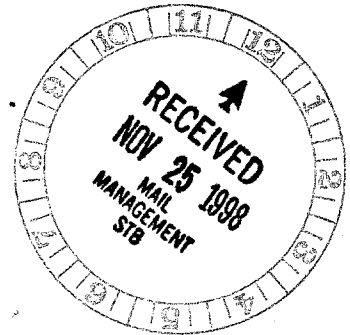
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BOARD

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12-45 PM



Dear Janice,

Enclosed is an original plus 1 copy, both notarized. This is a Memorandum of Railcar Lease between The Cit Group/Equipment Financing Inc. and Jack Daniel's Distillery, Inc.; Lem Motlow Prop, Inc. dated 10/19/98.

Also, enclosed is a check made payable to: Surface Transportation Board.

After recording the document, please return the acknowledgment copy to my attention. I have enclosed a FED X air bill to return the results to me.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20254.

Thank you for your prompt assistance.

Sincerely,

Rebecca Heisler
Administrator

enclosure

NOV 25 '98

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MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 19th day of October, 1998 is made by Jack Daniel's Distillery, Inc., Lem Motlow, Prop., Inc., a Tennessee corporation, with an address at Lynchburg, TN 37352 (the "Lessee"), and The CIT Group/Equipment Financing, Inc., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor" and, together with the Lessee, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:


WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of October 19, 1998 covering the equipment listed on Schedule A hereto (the "Equipment");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

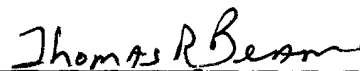
NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, the undersigned has caused this Document to be executed by a duly authorized officer as of the day and year first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By: 
Name: LAWRENCE E. LITTLEFIELD
Title: VICE PRESIDENT

JACK DANIEL'S DISTILLERY, INC.,
Lem Motlow, Prop., Inc.

By: 
Name: Thomas R. Bear
Title: V.P. & General Mgr.

STATE OF)
Tennessee) SS:
COUNTY OF)
Moore

On this 27th day of October, 1998 before me personally appears Thomas R. Beam, to me personally known, who by me duly sworn, says that he/she is the Vice President / General Manager of JACK DANIEL'S DISTILLERY, INC., Lem Motlow, Prop., Inc. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Betsy W. Featherston
Notary Public

[SEAL]

My Commission expires:

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

On this 29th day of October, 1998 before me personally appears Laurence Littlefield, to me personally known, who by me duly sworn, says that he/she is the Vice-President of THE CIT GROUP/EQUIPMENT FINANCING, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Barbara Garner
Notary Public

[SEAL]

My Commission expires

BARBARA GARNER
Notary Public, State of New York
No. 01GA5065133
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires Sept. 8, 1999

2000

Schedule A

1. CEFX 10824
2. CEFX 10827
3. CEFX 10828
4. CEFX 10829
5. CEFX 10830
6. CEFX 10831
7. CEFX 10833
8. CEFX 10847
9. CEFX 10850
10. CEFX 10857
11. CEFX 10908
12. CEFX 10911
13. CEFX 10912
14. CEFX 10917
15. CEFX 10919